

EASTERN DIVISION

JURY TRIAL DEMANDED

MAGISTRATE JUDGE NOLAN

Parts Network, Inc. (“Defendant”) states as follows:

PARTIES

1. Plaintiff, J.C. Whitney, d/b/a CarParts.com, is a Delaware corporation, with its principal place of business located at 111 E. Wacker Drive, Suite 3000, Chicago, Illinois 60611. J.C. Whitney is engaged in the business of: providing on-line retailing and wholesale distributorship services, retail store services, catalog mail order services and telephone order services, all in the field of automotive parts, supplies, tools and accessories, as well as providing information, via a website on a global computer network, on automotive parts, supplies, tools and accessories for sale.

2. Upon information and belief, Defendant, U.S. Auto Parts Network, Inc., is a Delaware corporation engaged in a business similar to and competing with J.C. Whitney, with its principal place of business located at 17150 South Margay Avenue, Carson, CA 90746.

3. Upon information and belief, Car Parts Wholesale is a wholly-owned subsidiary of Defendant, with its principal place of business located at 68902 National Road, Quaker City, OH 43773.

JURISDICTION

4. This Court has jurisdiction over the parties and this controversy as this is a civil action under the United States Trademark Act ([15 U.S.C. § 1051](#) et seq.), jurisdiction being conferred in accordance with [15 U.S.C. § 1121](#) and [28 U.S.C. §§ 1331, 1338\(a\) and \(b\)](#). Jurisdiction for the Illinois state claims is conferred in accordance with the principles of supplemental jurisdiction pursuant to [28 U.S.C. § 1367\(a\)](#) in that state law claims form part of the same controversy as the claims arising under the trademark laws of the United States.

5. Venue is proper pursuant to [28 U.S.C. §1391](#).

6. Upon information and belief, Defendant is and has been conducting continuous and systematic business and has committed torts within the State of Illinois and within the Northern District of Illinois, at least some of the events giving rise to the claims alleged herein occurred in the State of Illinois and within the Northern District of Illinois, and Defendant's actions are intentional and knowingly directed to J.C. Whitney, which Defendant knows to be located in Illinois.

FACTUAL ALLEGATIONS COMMON TO ALL COUNTS

7. J.C. Whitney, by and through its predecessor-in-interest, Carparts.com, Inc., began adopting and using the following tradenames, service marks, logos, titles and slogans: CARPARTS.COM, CARPARTS, the CARPARTS.COM logo, and the CARPARTS logo ("the Marks"), at least as early as April of 1999, in connection with its high quality services throughout the United States and worldwide. Sample uses of the Marks by J.C. Whitney are attached hereto as Group Exhibit A and made a part hereof.

8. J.C. Whitney's CARPARTS.COM logo and CARPARTS logos are depicted below:



9. J.C. Whitney's services have been widely advertised, extensively offered and sold under the Marks throughout the United States and worldwide and the Marks have become, through widespread use and favorable public acceptance and recognition, famous Marks and assets of substantial value as symbols of J.C. Whitney, its quality services and its goodwill.

10. The Marks are inherently distinctive and/or they have acquired secondary meaning, associating them exclusively with J.C. Whitney.

11. In recognition of the inherent distinctiveness and exclusive rights of use, on October 23, 2001, the United States Patent and Trademark Office granted Carparts.com, Inc. Registration No. 2,499,880 for the CARPARTS.COM logo in connection with "online store services provided via a global computer network featuring automotive parts and accessories." A copy of the Certificate of Registration is attached hereto as Exhibit B and made a part hereof.

12. Registration No. 2,499,880 and common law rights to use the Marks were assigned to J.C. Whitney by Carparts.com, Inc. on November 25, 2002. A copy of the Trademark Assignment Abstract of Title is attached hereto as Exhibit C and made a part hereof.

13. Trademark Registration No. 2,499,880 remains in full force and effect and has become incontestable, and the certificate of registration thereof constitutes "conclusive evidence" of "the validity of the registered mark, of the registrant's ownership of the marks and of the registrant's exclusive right to use the marks in connection with the

goods or services specified in the registration” [15 U.S.C. § 1115](#).

14. As a result of J.C. Whitney’s, and its predecessor-in-interest, Carparts.com, Inc.’s, investment of efforts, money, skill and other resources, the Marks are widely recognized as indicating J.C. Whitney’s services, and have become well-recognized and famous in the United States and worldwide.

15. J. C. Whitney owns the domain name carparts.com and jcwhitney.com, which are used in connection with operating websites located at www.carparts.com and www.jcwhitney.com, and which display the Marks throughout the United States and worldwide.

DEFENDANT'S INFRINGING ACTS

16. Without authorization from J.C. Whitney, Defendant has improperly positioned its www.autopartswarehouse.com website as a Sponsored Link, or the like, in various search engines, such as Google, by purchasing search terms which incorporate the CARPARTS.COM Mark, to generate interest in Defendant’s www.autopartswarehouse.com website which competes with J.C. Whitney’s business, including its operating websites located at www.carparts.com and www.jcwhitney.com. A copy of a print-out of results of Google searches illustrating Defendant’s advertisements is attached hereto as Group Exhibit D and made a part hereof.

17. J.C. Whitney’s CARPARTS.COM Mark appears in the text of Defendant’s ads itself.

18. The practice of purchasing search terms which incorporate J.C. Whitney’s CARPARTS.COM Mark for the improper purpose of manipulating a search engine’s results list will likely cause confusion or mistake on the part of consumers and the public at large as to the source of Defendant’s services and J.C. Whitney’s services, or sponsorship or approval by J.C. Whitney of Defendant’s services, or affiliation between J.C. Whitney and Defendant.

19. Such confusion could lead to substantial damage to J.C. Whitney in terms not only of loss of sales, but, perhaps worse, injury to its reputation in the event that Defendant's services are not commensurate with those of J.C. Whitney.

20. Upon information and belief, without authorization from J.C. Whitney, Defendant has also been using one or more of the logo Marks to generate interest in its www.carpartswholesale.com website and its eBay store which competes with J.C. Whitney's business including its operating websites located at www.carparts.com and www.jcwhitney.com. A copy of a print-outs from Defendant's eBay store illustrating Defendant's use of the logo Marks is attached hereto as Group Exhibit E and made a part hereof.

21. Copies of images captured on Defendant's eBay store illustrating Defendant's use of the logo Marks on eBay are also depicted below:



22. By this conduct, including its advertising activities and unauthorized uses of the Marks, Defendant misappropriated J.C. Whitney's advertising ideas and style of doing business and infringed J.C. Whitney's tradenames, service marks, logos, titles and slogans.

23. The injuries and damages that J.C. Whitney sustained were directly and proximately caused by Defendant's wrongful misappropriation of J.C. Whitney's advertising ideas and style of doing business and infringement of J.C. Whitney's tradenames, service marks, logos, titles and slogans.

24. Despite repeated notice and demands by J.C. Whitney and its counsel beginning in January of 2008, Defendant continued and continues to improperly use and display one or more of the Marks.

COUNT I

(Federal Trademark Infringement ([15 U.S.C. § 1114](#)))

25. J.C. Whitney repeats and realleges the allegations of paragraphs 1 through 24, inclusive above, as paragraph 25.

26. Defendant's uses of logos are confusingly similar to the registered CARPARTS.COM logo.

27. Defendant's aforesaid acts are likely to cause confusion, mistake or deception as to the source of the parties' services. Specifically, Defendant's use of one or more logos confusingly similar to J.C. Whitney's registered Mark is causing and will continue to cause the consuming public to mistakenly believe that Defendant's services are legitimately connected with, sponsored by or approved by J.C. Whitney's.

28. Defendant's aforesaid acts constitute trademark infringement in violation of Section 32 of the Lanham Act, [15 U.S.C. §1114](#), and the common law of Illinois.

29. Defendant has willfully and deliberately infringed and sought to appropriate to itself the good will associated with the registered Mark by advertising and transacting business in competition with J.C. Whitney's services.

30. Defendant's acts and actions are likely to cause confusion, mistake and deception as to the source, origin or sponsorship of Defendant's services.

31. Defendant's aforesaid acts are greatly and irreparably damaging to J.C. Whitney and will continue to damage J.C. Whitney until enjoined by this Court, wherefore J.C. Whitney is without adequate remedy at law.

32. J.C. Whitney requests a trial by jury.

WHEREFORE, Plaintiff, J.C. Whitney, prays that the Court enter judgment in its favor and against Defendant as follows:

A. Temporarily restraining and preliminarily and permanently enjoining and prohibiting

Defendant from operating under or using, in any facet, a logo confusingly similar to the registered Mark;

B. Awarding J.C. Whitney all profits derived from and all damages suffered by J.C. Whitney by reason of Defendant's wrongful acts, or in the alternative, such statutory damages as may be allowed under the Federal Trademark Act;

C. Awarding J.C. Whitney an increase in the award of damages up to three times the amount found for deliberate and willful trademark infringement and unfair competition by the Defendant pursuant to 15 U.S.C. § 1117(a);

D. Awarding J.C. Whitney its costs and reasonable attorneys' fees incurred as a result of the Defendant's actions; and

E. Granting such further relief as this Court deems just and proper.

COUNT II

(False Advertising and Unfair Competition in Violation of the Federal Trademark Act of 1946, [15 U.S.C. 1051](#), et seq.)

33. J.C. Whitney repeats and realleges the allegations of paragraphs 1 through 32, inclusive above, as paragraph 33.

34. At all times herein there was in full force and effect in the federal statute known as the Federal Trademark Act of 1946, [15 U.S.C. 1051](#), et seq. (the "Lanham Act"), which provides, in pertinent part:

§1125. False designations of origin, false descriptions, and dilution forbidden

(a) Civil action

(1) Any person who, on or in connection with any goods or services, or any container for goods, uses in commerce any word, term, name symbol, or device, or any combination thereof, or any false designation of origin, false or misleading description of fact, or false or misleading representation of fact, which (A) is likely to cause confusion, or to cause

mistake, or to deceive as to the affiliation, connection, or association of such person with another person, or as to the origin, sponsorship, or approval of his or her goods, services, or commercial activities by another person, or (B) in commercial advertising or promotion, misrepresents the nature, characteristics, qualities, or geographic origin of his or her or another person's goods, services, or commercial activities, shall be liable in a civil action by any person who believes that he or she is or is likely to be damaged by such act.

[15 U.S.C. 1125\(a\)\(1\).](#)

35. Defendant has violated the Lanham Act in one or more of the following:

- a. falsely advertised by using marks confusingly similar to J.C. Whitney's Marks so as to cause confusion as to the source of the services being provided;
- b. falsely advertised by using marks confusingly similar to J.C. Whitney's Marks so as to cause confusion, misunderstanding or to deceive the public as to the source or sponsorship of Defendant's services;
- c. passed off Defendant's services as those of J.C. Whitney;
- d. falsely inferred that the designations of the services advertised were those of J.C. Whitney or that J.C. Whitney was affiliated with Defendant;
- e. falsely inferred that the designation of the services advertised were approved, sponsored or affiliated with J.C. Whitney's operation;
- f. caused likelihood of confusion or of misunderstanding as to source, sponsorship, or approval of Defendant's service;
- g. caused likelihood of confusion or of misunderstanding as to Defendant's affiliation, connection or association with J.C. Whitney; and
- h. used, adopted, and displayed colors, designs, shapes, patterns, presentation and overall appearance confusingly similar to J.C. Whitney's logos.

36. Defendant's acts did deceive or had the tendency to deceive consumers seeking J.C. Whitney and J.C. Whitney's services.

37. Defendant's deception was material in that it was likely to influence, and did influence those seeking J.C. Whitney's services to use Defendant's services under the guise or belief that the services were those of J.C. Whitney or affiliated with J.C. Whitney.

38. Defendant's acts and actions did cause false statements to enter interstate commerce.

39. J.C. Whitney has been harmed and injured as a result of the acts and actions of the Defendant.

40. The actions of the Defendant in violating the Lanham Act were willful and wanton warranting the award of exemplary damages and attorneys' fees.

41. J.C. Whitney requests a trial by jury.

WHEREFORE, Plaintiff, J.C. Whitney, prays that the Court enter judgment in its favor and against Defendant as follows:

A. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from operating under or using, in any facet, the Marks, or any similar tradenames, service marks, logos, titles or slogans;

B. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from using, adopting, and displaying J.C. Whitney's colors, designs, shapes, patterns, and lettering similar to the logos of J.C. Whitney;

C. Awarding J.C. Whitney all profits derived from and all damages suffered by J.C. Whitney by reason of Defendant's wrongful acts, or in the alternative, such statutory damages as may be allowed under the Federal Trademark Act;

D. Awarding J.C. Whitney an increase in the award of damages up to three times the amount found for deliberate and willful trademark infringement and unfair competition by the Defendant pursuant to 15 U.S.C. § 1117(a);

E. Awarding J.C. Whitney its costs and reasonable attorneys' fees incurred as a result of the Defendant's actions; and

F. Awarding J.C. Whitney exemplary damages to punish Defendant and deter future conduct; and

G. Granting such further relief as this Court deems just and proper.

COUNT III

(Violation of Uniform Deceptive Trade Practices Act, [815 ILCS 510/1](#), et seq.)

42. J.C. Whitney repeats and realleges the allegations of paragraphs 1 through 41, inclusive above, as paragraph 42.

43. At all times herein there was in full force and effect a statute in the State of Illinois known as the Uniform Deceptive Trade Practices Act, [815 ILCS 510/1](#), et seq. (the “Deceptive Trade Practices Act”), which provides, in pertinent part:

§2. Deceptive trade practices

(a) A person engages in a deceptive trade practice when, in the course of his business, vocation or occupation, the person:

(1) passes off goods or services as those of another;

(2) causes a likelihood of confusion or of misunderstanding as to the source, sponsorship, approval or certification of goods or services;

(3) causes a likelihood of confusion or of misunderstanding as to affiliation, connection or association with or certification by another...

(b) In order to prevail in an action under this Act, a plaintiff need not prove competition between the parties or actual confusion or misunderstanding...

§3. A person likely to be damaged by a deceptive trade practice of another may be granted injunctive relief upon terms that the court considers reasonable. Proof of monetary damage, loss of profits or intent to deceive is not required. . . Costs or attorneys' fees or both may be assessed against a defendant only if the court finds that he has willfully engaged in a deceptive trade practice...

[815 ILCS 510/2](#), 3.

44. Defendant has violated the Deceptive Trade Practices Act in one or more of the following:

- a. using and operating under marks confusingly similar to the Marks.
- b. using, adopting and displaying colors, designs, shapes, patterns, presentation and overall appearance confusingly similar to the Marks.

45. In so doing, Defendant has: (1) passed off Defendant's service as J.C. Whitney 's; (2) caused likelihood of confusion or of misunderstanding as to source, sponsorship, approval or certification of Defendant's service; and (3) caused likelihood of confusion or of misunderstanding as to Defendant's affiliation, connection or association with or certification by J.C. Whitney.

46. J.C. Whitney has been and will continue to be irreparably harmed by Defendant's continued and ongoing violations of the Deceptive Trade Practices Act, in that the Defendant is misappropriating and continue to misappropriate the Marks and the good will associated with the Marks.

47. J.C. Whitney has no adequate legal remedy for the loss of business, confusion and misunderstanding on the part of its customers, and harm to its reputation, that will continue to result from Defendant's continuing and ongoing violations of the Deceptive Trade Practices Act.

48. The actions of the Defendant are in violation of the Deceptive Business Practices Act and were willful and wanton. Accordingly, under Section 3 of the Deceptive Business Practices Act, American Taxi is entitled to recover its costs and reasonable attorneys' fees.

49. J.C. Whitney requests a trial by jury.

WHEREFORE, Plaintiff, J.C. Whitney, prays that the Court enter judgment in its favor and against Defendant as follows:

A. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from operating under or using, in any facet, the Marks, or any similar tradenames, service marks, logos, titles or slogans;

B. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from using, adopting, and displaying J.C. Whitney's colors, designs, shapes, patterns, and lettering similar to the logos of J.C. Whitney;

C. Awarding J.C. Whitney all profits derived from and all damages suffered by J.C. Whitney by reason of Defendant's wrongful acts;

D. Awarding J.C. Whitney its costs and reasonable attorneys' fees incurred as a result of the Defendant's violations of Illinois law;

E. Awarding J.C. Whitney exemplary damages to punish Defendant and deter future conduct; and

F. Granting such further relief as this Court deems just and proper.

COUNT IV

(Violation of Consumer Fraud and Deceptive Business Practices Act)

50. J.C. Whitney repeats and realleges the allegations of paragraphs 1 through 49, inclusive above, as paragraph 50.

51. At all times herein there was in full force and effect in the State of Illinois a statute known as the Consumer Fraud and Deceptive Business Practices Act, [815 ILCS 505/1](#), et seq. (the "Consumer Fraud Act"), which provides, in pertinent part:

§ 2. Unfair methods of competition and unfair or deceptive acts or practices, including but not limited to . . . the use or employment of any practice described in Section 2 of the “Uniform Deceptive Trade Practices Act”, approved August 5, 1965, in the conduct of any trade or commerce are hereby declared unlawful whether any person has in fact been misled, deceived or damaged thereby ... [815 ILCS 505/2](#).

52. The actions of the Defendant, by way of their violation of the Deceptive Trade Practices Act constitute continuing and ongoing violations of the Consumer Fraud Act.

53. Sections 10a(a) and (c) of the Consumer Fraud Act provide that any party injured by virtue of any violation of the Consumer Fraud Act may maintain an action for damages and/or injunctive relief.

54. J.C. Whitney has been and will continue to be irreparably harmed by the Defendant's continued and ongoing violations of the Consumer Fraud Act, in that the Defendant is misappropriating and continues to misappropriate the Marks and the good will associated with the Marks.

55. J.C. Whitney has no adequate legal remedy for the loss of business, confusion and misunderstanding on the part of its customers, and harm to its reputation, that will continue to result from the Defendant's continuing and ongoing violations of the Consumer Fraud Act.

56. Defendant's violations of the Consumer Fraud Act were willful and wanton, warranting the imposition of exemplary damages.

57. Under Section 10a(c) of the Consumer Fraud Act, J.C. Whitney is entitled to recover its costs and reasonable attorneys' fees.

58. J.C. Whitney requests a trial by jury.

WHEREFORE, Plaintiff, J.C. Whitney, prays that the Court enter judgment in its favor and against Defendant as follows:

A. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from operating under or using, in any facet, the Marks, or any similar

tradenames, service marks, logos, titles or slogans;

B. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from using, adopting, and displaying J.C. Whitney's colors, designs, shapes, patterns, and lettering similar to the logos of J.C. Whitney;

C. Awarding J.C. Whitney all profits derived from and all damages suffered by J.C. Whitney by reason of Defendant's wrongful acts;

D. Awarding J.C. Whitney its costs and reasonable attorneys' fees incurred as a result of the Defendant's violations of Illinois law;

E. Awarding J.C. Whitney exemplary damages to punish Defendant and deter future conduct; and

F. Granting such further relief as this Court deems just and proper.

COUNT V

(Common Law Unfair Competition)

59. J.C. Whitney repeats and realleges the allegations of paragraphs 1 through 49, inclusive above, as paragraph 59.

60. Defendant is unfairly competing by using, displaying and operating under one or more marks identical to the Marks.

61. J.C. Whitney has been and will continue to be irreparably harmed by the Defendant's continued use of the Marks, or any similar marks, in that the Defendant is misappropriating and continues to misappropriate the Marks and the good will associated with the Marks.

62. J.C. Whitney has no adequate legal remedy for the dilution, loss of business, confusion and misunderstanding on the part of its customers, and harm to its reputation, that will continue to result from the Defendant's continued use the Marks or similar marks.

63. The actions of the Defendant as described above constitute actionable unfair competition under the common law of the State of Illinois.

64. J.C. Whitney requests a trial by jury.

WHEREFORE, Plaintiff, J.C. Whitney, prays that the Court enter judgment in its favor and against Defendant as follows:

A. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from operating under or using, in any facet, the Marks, or any similar tradenames, service marks, logos, titles or slogans;

B. Temporarily restraining and preliminarily and permanently enjoining and prohibiting Defendant from using, adopting, and displaying J.C. Whitney's colors, designs, shapes, patterns, and lettering similar to the logos of J.C. Whitney;

C. Awarding J.C. Whitney all profits derived from and all damages suffered by J.C. Whitney by reason of Defendant's wrongful acts;

D. Awarding J.C. Whitney its costs and reasonable attorneys' fees incurred as a result of the Defendant's violations of Illinois law;

E. Awarding J.C. Whitney exemplary damages to punish Defendant and deter future conduct; and

F. Granting such further relief as this Court deems just and proper.

Dated: June 20, 2008

Respectfully submitted,

J.C. WHITNEY & CO.

By: s/Mark E. Wiemelt

One of their attorneys

Mark E. Wiemelt – IL. Atty.#: 06208213

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JUDGE DER-YEGHIAYAN

MAGISTRATE JUDGE NOLAN

JH

EXHIBIT A

INTRODUCING

CarParts.com

Everything for Cars, Trucks, Vans & SUVs

The website
that's revolutionizing
the way the world buys
parts, accessories, and
high-performance products!

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CarParts.com – the with more than 1.5 m

It used to be that if you wanted to do a little work on your car or truck, you had to drive to the nearest parts store. Wait in line for an hour or so until the kid behind the counter took care of the five people in front of you. And then cross your fingers that the part he gave you would actually fit your vehicle.

Not anymore! Because now there's CarParts.com – the website that puts over 1.5 million different types of parts for more than 66,000 different models of cars, trucks, SUVs, and vans within arm's reach of anyone with a computer.

50 times more parts than the store down the street.

CarParts.com is the world's largest supplier of replacement parts, accessories, and high-performance products... with 50 times more parts than the typical

parts store – plus a broad selection of recycled parts that's just been added.

And the site couldn't be more user-friendly. Thanks to a proprietary integrated database, all visitors need do is enter the year, make, and model of their vehicle and the type of part

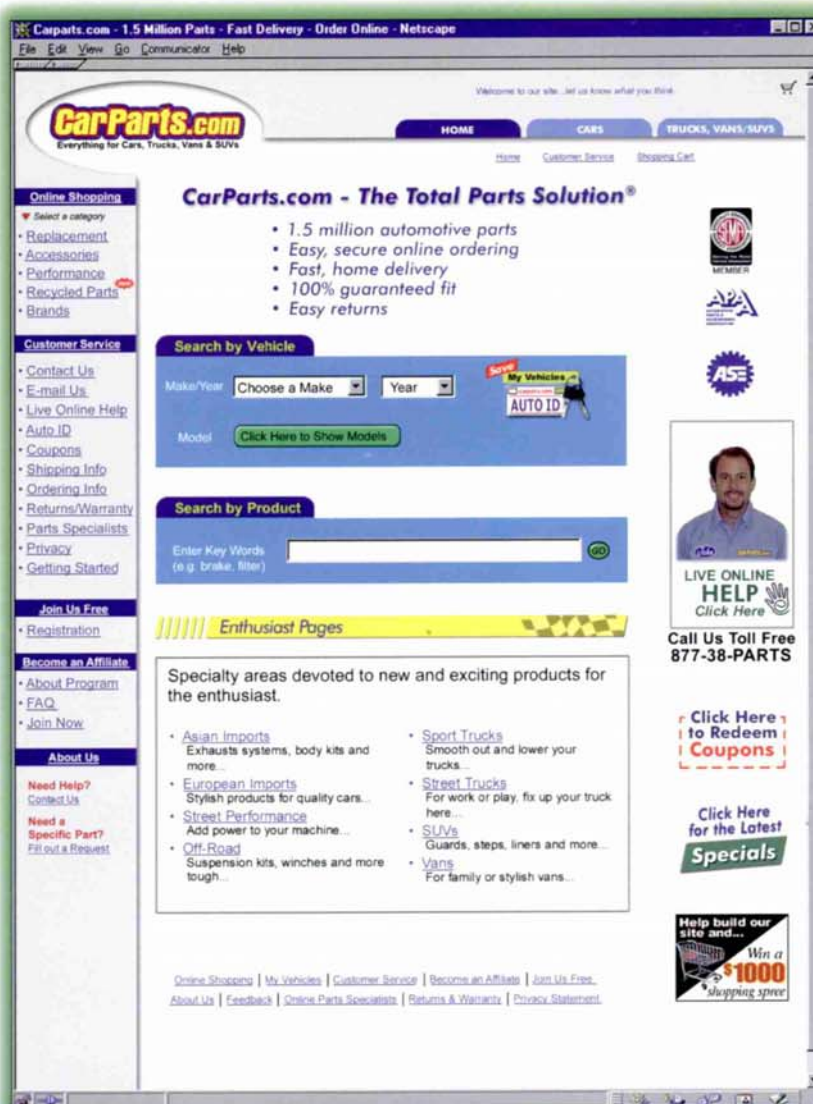
they're looking for. A powerful search engine instantly displays all the available choices, showing *only* parts that fit their vehicle.

What's more, there are also weekly specials. Features that let visitors browse the site for discounted items, specialty products, and new offerings. And an Auto ID button that automatically remembers customers' vehicles, so they don't have to re-enter them every time they visit.

Easy online ordering – and a host of user-friendly features.

CarParts.com's online ordering is equally easy – and risk-free.

With the click of a mouse, customers can have their parts delivered right to their door via UPS. Credit card information is protected with state-of-the-art encryption technology. And CarParts.com



Internet superstore million parts!



guarantees every part will fit right the first time – and will arrange for a full refund or free pick-up and replacement if there's ever a problem.

In addition, this Internet superstore offers many other advantages over traditional parts stores, including...

Convenient Round-the-Clock Shopping.

CarParts.com is open for business 24 hours a day, 7 days a week. So car enthusiasts can shop at 2 am if they're of a mind to – and avoid the inconvenience of driving to a parts store, only to find the item they're after is out of stock.

Over 600 Leading Brands.

CarParts.com offers virtually every part for every vehicle made since the mid-60s – and thousands of parts for older vehicles too. Manufacturers include over 600 respected names like Accel, AC Delco, Beck Arnley, Borg Warner, Borla, Edelbrock, Motorcraft, Lund, and TRW.

24-Hour Live Customer Service.

CarParts.com offers live help round the clock, 365 days a year – online or by phone – for questions on products and orders. And service representatives can

even "push" relevant web pages to the customers' computer screens to provide the answers they need.

Certified Parts Specialists.

Visitors can also chat online with an experienced mechanic – certified by ASE in parts and mechanical repair – when they have questions on specific parts and installation. This service is available weekdays from 8 am to 6 pm and weekends from 8 am to 2 pm Pacific Time.

Enthusiast Pages.

For visitors with special interests, CarParts.com offers Enthusiast Pages on Asian Imports, European Imports, Domestic Street Performance, Off-Road, Street

Trucks, Sport Trucks, SUVs, and Vans. These pages are terrific tools that help customers find the newest, most exciting products for their vehicles.

Free E-News and Electronic Newsletter.

Customers can also register to receive special coupons and discounts via e-mail. And new product news, technical tips, and previews of new website features are available via a free electronic newsletter.

The industry leader...with no close second!

Headquartered in Santa Monica – at the heart of California's emerging technology corridor – CarParts.com was founded in 1997.

It's CEO, Alan Bennett, is an entrepreneur specializing in Internet marketing who previously established the highly successful Catalog Site – the web's largest consumer catalog company, which features items from Land's End, JC Penney, J. Crew, Orvis, and other leading direct retailers.

In launching CarParts.com, he has assembled a team of industry leaders –

including high-tech and automotive specialists who earned their credentials at organizations like Chevrolet, Edelbrock, Intuit, Auto Parts Club, Chief Auto Parts, Allied Signal, Automotive Aftermarket, Mattel, McKinsey, Listinglink.com, the Los Angeles Times, Citysearch.com, and more.

CarParts.com is a privately held corporation backed by a variety

of major e-commerce venture capital companies, including:

- @Ventures – the venture capital arm of CMGI – which has invested in 30 other Internet leaders like Lycos and GeoCities and numbers Microsoft and Intel among its stockholders.
- Brand Equity Ventures, which invests broadly in retailing, direct response, and e-commerce.
- St. Paul Ventures, a subsidiary of the multi-billion-dollar St. Paul Companies, one of America's largest venture capital companies.
- And Ravenswood Capital Corp., a capital investment firm specializing in Internet and e-commerce companies.

In addition, CarParts.com has put together an Advisory Council of automotive and high-tech experts – drawn from both within and outside of the company – to provide news of key industry developments, unbiased feedback, and strategic planning assistance.

Contact us today for more information.

CarParts.com is big news for drivers everywhere!

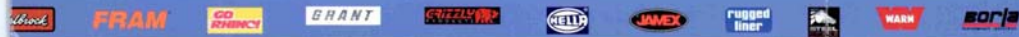
CarParts.com is the biggest change in the automotive industry since Henry Ford stopped painting all his cars black! It's a totally new way of shopping for parts – and one that millions of drivers will be eager to know about.

If you're a journalist, call us today, and we'll be happy to provide additional details and assistance in preparing your story.

CarParts.com is a golden opportunity for manufacturers!

CarParts.com leverages the power of the Internet to tap an \$80-billion-dollar market and expand business opportunities exponentially. And a national public relations and advertising campaign – including TV, radio, magazine, newspaper, and direct mail – is currently underway to draw even more car and truck enthusiasts to the site.

If you're a manufacturer, you can reach markets that were previously inaccessible. Use CarParts.com to test-market new products. And take advantage of a variety of attractive partnering opportunities. To discuss all the exciting possibilities, call us today.



Here's what makes **CarParts.com** the **total** parts solution:™

Replacement parts for virtually every vehicle made since the mid-60s — plus thousands of parts for older vehicles too — including...

- Air conditioning and heating components
- Brakes and wheel components
- Bulbs and fuses
- Clutch, transmission, and drive axle parts
- Electrical system components
- Engine components
- Engine cooling products, belts, and hoses
- Exhaust system components
- Filters and ignition and tune-up products
- Fuel and emission controls
- Gas caps and replacement accessories
- Suspension and steering products
- Wipers, blades, and washer pumps

Accessories for cars, trucks, SUVs, and vans, including...

- Alarms, security products, and horns
- Apparel and personal accessories
- Appearance and car-care products
- Bed protection and liners
- Body and ground effects kits
- Books, manuals, and software
- Covers and tops
- Exterior accessories
- Lighting products
- Seats, seat covers, and accessories
- Towing products, chains, and winches
- Truck accessories

High-performance products to power up customers' vehicles, including...

- Air and fuel-intake systems
- Body accessories
- Brake upgrades
- Chassis and suspension products
- Drivetrain components
- Engine components, internal
- Exhaust system components
- Ignition products
- Interior parts
- Lighting products

NEW!

Recycled parts that save customers even more time and money. CarParts.com now offers a broad selection of these top-notch used OEM parts — all *triple inspected* to ensure quality and fit — including...

- Brake and wheel components
- Bumpers and exterior body parts
- Clutch and transmission products
- Dashboards and gauges
- Drivelines and axles
- Electric motors, switches, and harnesses
- Engine and ignition parts
- Engine cooling products, fans, water pumps, and radiators
- Exhaust parts
- Fuel and emission controls
- Heating and air conditioning components
- Interior parts and accessories
- Lamps, bulbs, covers, and lenses
- Steering suspension and frame products
- Windows, glass, and regulators

*If you can't find it **here**, you probably can't find it **anywhere!***

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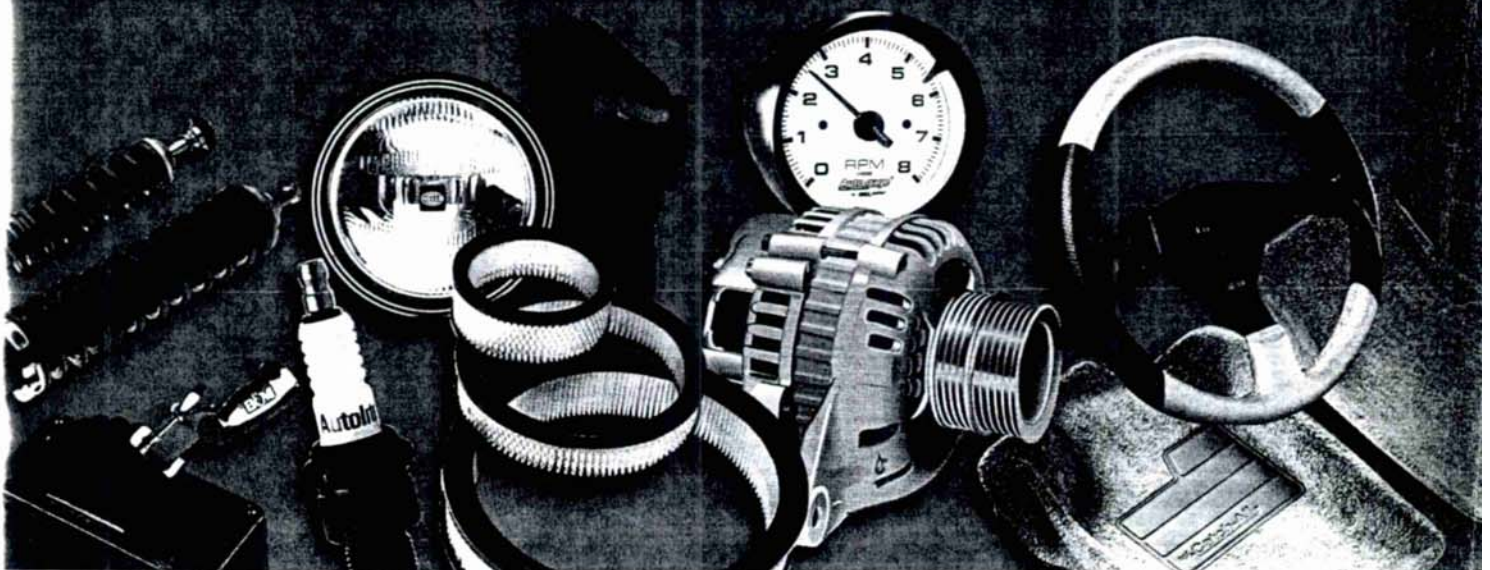
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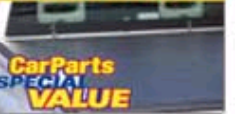


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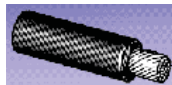
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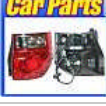





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